

## Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of Instem plc invites you to attend the Annual General Meeting of the Company to be held at **the offices of RSM, 3 Hardman Street, Manchester, M3 3HF** on **18 May 2017** at **10.00 am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on 18 May 2017

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 16 May 2017 at 10.00 am.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 6041 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 pm on 16 May 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10.00 am on 16th May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35 (5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6041 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

# Poll Card

To be completed **only** at the AGM if a Poll is called.

	For	Against	Vote Withheld
<b>Ordinary Business</b>			
1. To receive the Company's annual accounts, strategic report, directors' remuneration report and the directors' and auditor's reports for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect David Michael Sherwin, who is retiring by rotation in accordance with the articles of association of the Company and who, being eligible, offers himself for re-election as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect David Gare, who is retiring by rotation in accordance with the articles of association of the Company and who, being eligible, offers himself for re-election as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint RSM UK Audit LLP as auditors of the Company and to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To be proposed as an ordinary resolution - THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all or any powers of the Company to allot shares in the Company up to an aggregate nominal value of £525,713.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
6. To be proposed as a special resolution - THAT the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities as if section 561 of the Act did not apply, provided that such authority be limited to the allotment of equity securities in connection with the rights issue and otherwise up to an aggregate nominal value of £157,713.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To be proposed as a special resolution - THAT the Company be and is hereby generally and unconditionally authorised to make market purchases of up to 1,577,139 of its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of Instem plc (the "Company") to be held at **the offices of RSM, 3 Hardman Street, Manchester, M3 3HF** on **18 May 2017** at **10.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Ordinary Business

	For	Against	Vote Withheld
1. To receive the Company's annual accounts, strategic report, directors' remuneration report and the directors' and auditor's reports for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect David Michael Sherwin, who is retiring by rotation in accordance with the articles of association of the Company and who, being eligible, offers himself for re-election as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect David Gare, who is retiring by rotation in accordance with the articles of association of the Company and who, being eligible, offers himself for re-election as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint RSM UK Audit LLP as auditors of the Company and to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To be proposed as an ordinary resolution - THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all or any powers of the Company to allot shares in the Company up to an aggregate nominal value of £525,713.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special Business

6. To be proposed as a special resolution - THAT the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities as if section 561 of the Act did not apply, provided that such authority be limited to the allotment of equity securities in connection with the rights issue and otherwise up to an aggregate nominal value of £157,713.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To be proposed as a special resolution - THAT the Company be and is hereby generally and unconditionally authorised to make market purchases of up to 1,577,139 of its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

